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BY-LAWS

## HANFORD NATURAL RESOURCE TRUSTEE COUNCIL

AS AMENDED MARCH 13, 1998

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## ARTICLE I: NAME AND DESCRIPTION OF ORGANIZATION

The Hanford Natural Resource Trustee Council (NRTC), as identified in the attached Memorandum of Agreement is comprised of representatives of the U.S. Department of Energy, U.S. Department of the Interior, Nez Perce Tribe, State of Oregon, Confederated Tribes of the Umatilla Indian Reservation, State of Washington, and the Confederated Tribes and Bands of the Yakama Indian Nation (member trustees). The primary purpose of the NRTC is to facilitate the coordination and cooperation of the member trustees in their efforts in restoring , and minimizing impacts to natural resources injured as a result of, or during clean up of, releases associated with the U.S. Department of Energy's Hanford Site.

## ARTICLE II: MEMBERS AND REPRESENTATIVES

1. Membership. Each member trustee may have more than one representative on the NRTC, but only one representative from each member trustee shall be designated by the member trustee as the voting representative.
2. Responsibilities of the Member Trustees. Each member trustee shall designate a voting representative to the NRTC. Changes in the voting representative shall be by written notice to the Chair.
3. Responsibilities of the Voting Representative. Each voting representative shall attend NRTC meetings on a regular basis, provide timely input, and vote on matters before the NRTC.

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4. Alternates and Substitutes. Each member trustee may designate an alternate or substitute for the voting representative by written notice to the Chair.
5. Participation by Others. Other organizations and individuals who may assist the NRTC in fulfilling its objectives are welcome at the invitation of the NRTC, but shall not be voting members. These include, but are not limited to, the Environmental Protection Agency.

### ARTICLE III: OFFICERS AND STAFF

1. Chair. The Chair shall serve as the point of contact and representative for the NRTC and shall preside at NRTC meetings. It is the duty and responsibility of the Chair to enforce the decision making process, direct NRTC discussion, convey NRTC findings, and oversee the NRTC records. The Vice-Chair shall become the Chair at the completion of the previous Chair's term. The Chair shall serve a one-year term. The Chair need not be a voting representative.
2. Vice-Chair. The member trustees shall select a Vice-Chair by resolution. The Vice-Chair shall assist the Chair and serve in the role of Chair in the absence of the Chair. The term of the Vice-Chair shall be one year. Following that term, the Vice-Chair shall become the Chair. The Vice-Chair need not be a voting representative.
3. Administrative Secretary. The U.S. Department of Energy shall provide an Administrative Secretary. It shall be the duty of the Administrative Secretary to assist the officers, distribute meeting agendas, action items, and other documents, assist in the preparation and distribution of correspondence, schedule meetings and conference calls, keep minutes, maintain the NRTC record, and carry out other duties as required by the NRTC.

4. Removal. An officer may be removed by a consensus vote of the member trustees. The officer or the officer's member trustee must abstain from the vote.
5. Replacement. If there is a vacancy, the member trustees shall appoint a new officer by resolution to fill the remainder of the term.
6. Election of Officers. Election of the Vice-Chair shall take place at the Council meeting immediately preceding the expiration of the Chair's term.

#### ARTICLE IV: NRTC MEETINGS

1. Meetings. The NRTC shall establish a regular meeting schedule. At the discretion of the NRTC, additional meetings may be held.
2. Agenda. The Chair shall provide an agenda to all NRTC participants at least one week prior to any meeting. All member trustees may designate items to be included on the agenda. Standing agenda items at regularly scheduled meetings shall include approval of the agenda, approval of the previous meeting's minutes, status of the record, and committee reports.
3. Notice of Meetings. The Chair shall provide notice of the time and place of any meeting to each NRTC participant at least two weeks prior to the meeting date. Notices shall also be made in accordance with any applicable meeting laws.
4. Quorum. As the NRTC operates by consensus, all voting representatives, designated alternates or substitutes must be present to transact business requiring approval of the NRTC. Technical or

administrative work that is within the scope of NRTC approved activities may proceed without a quorum.

5. Minutes. The Administrative Secretary shall take detailed minutes at every NRTC meeting. A meeting summary shall be distributed two weeks after each meeting and will be approved or modified at the following meeting.

#### ARTICLE V: COMMITTEES

1. Purpose. The NRTC may establish committees as needed. The purpose, scope, and membership of each committee shall be established through a resolution. Committees shall serve as the NRTC's primary forum for the ongoing tracking, prioritization, and development of positions on issues of interest to the member trustees. Committees shall not take formal actions on behalf of the NRTC, but may meet to exchange information with USDOE or other parties in support of their mission. Any formal action or position a committee wishes to take on behalf of the NRTC must be forwarded to the NRTC for consensus approval.
2. Membership. Member trustee representatives may participate on any committee. Other organizations or individuals who may assist the committee in fulfilling its objectives are welcome at the invitation of the committee.
3. Committee Chairs. Each committee shall appoint a Committee Chair to represent and serve as a point of contact for the committee, schedule meetings, and set agendas. The Committee Chair shall be designated by the consensus of the committee representatives. The term of the Committee Chair shall be one year. The NRTC may remove a committee chair by a consensus vote of the member trustees. The Committee Chair or the Committee Chair's member trustee must abstain from the vote.

## ARTICLE VI: WORK GROUPS

The NRTC or committees may designate work groups as needed without a formal resolution. Work Groups are intended to be used for short-lived, task-specific projects. Work groups shall not take formal actions on behalf of the NRTC, but may meet or exchange information with USDOE or other parties in support of their mission. Any formal action or position a work group wishes to take on behalf of the NRTC must be forwarded to the NRTC for consensus approval.

## ARTICLE VII: DECISION MAKING

1. Formal Actions. All formal actions by the NRTC shall be by consensus. No formal action may be taken by the NRTC if any member trustee objects or if a majority of member trustees abstain.
2. Separate Opinion. Within consensus, member trustees may formally express separate opinions.
3. Abstention. Member trustees may abstain from voting if they have a conflict of interest, if the proposal is not part of their mission or role, or for any other reason. Abstention does not block consensus. Formal action may not be taken if a majority of member trustees abstain.
4. Notice. In determining consensus, it is the responsibility of each voting representative, alternate, or substitute to notify the Chair of their vote, and provide any separate opinions by an agreed deadline. At least two weeks before the expiration of a deadline, all voting representatives must be notified in writing with confirmation by the Chair or Administrative Secretary that the representative's vote is required. If a representative does not provide notice of their vote, or request for extension, by the agreed deadline, it is assumed they abstain. In taking a formal action, it shall be incumbent on the NRTC to note all separate opinions and members abstaining.

## ARTICLE VIII: FORMAL ACTIONS

1. Resolutions. The following formal actions of the NRTC shall be taken and memorialized in the form of resolutions: designation and appointment of committees; appointment and removal of officers; specification and modifications of the duties of officers; alteration or amendment of the by-laws; and such other formal actions as the NRTC shall determine. Resolutions shall note all separate opinions and members abstaining.
2. Findings. Policy, recommendations, advice, and other information the NRTC wishes to convey to USDOE and other parties shall be memorialized in the form of findings. Findings shall note all separate opinions and members abstaining.

## ARTICLE IX: RECORD KEEPING

1. Record. The NRTC shall maintain a record which includes meeting agendas, un-edited detailed minutes, approved meeting summaries, action items, correspondence to and from the NRTC, findings, resolutions, and other items as necessary. The record shall be public information.
2. Access. All member trustees shall have full access to the NRTC records at any time.

## ARTICLE X: ADOPTION

These by-laws shall be adopted and take effect when each member trustee provides written notice to the other trustees of their adoption of the by-laws and designation of a voting representative.